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FORM D

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UNITED STATES OCT 1
'RITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

JICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

	OMB APPROVAL	
MB NUMBER:	3235-0076	
xpires:	April 30, 2008	
Estimated average l	ourden	
nours per response.	16.00	

	SEC USE ONLY	
Prefix	Serial	
<u> </u>		
1	DATE RECEIVED	
	1	

Name of Offering (□ check if this is an amendment and name has changed, and indicate change.)	•
Common Stock	
Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 ■ Rule 506 □ Section of Filing: ■ New Filing □ Amendment	ion 4(6) 🗆 ULOE
A. BASIC IDENTIFICATION DA	ATA
1. Enter the information requested about the issuer	
Name of Issuer (□ check if this is an amendment and name has changed, and indicate change.)	
Brown Advisory Holdings Incorporated	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
901 South Bond Street, Baltimore, MD 21231	410-537-5400
Address of Principal Business Operations (if (Number and Street, City, State, Zip Code) different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	<u> </u>

Brief Description of Business:

An independent firm providing a full range of investment and advisory services to individuals and families, institutions, and corporations.

Type of Business Organization							PROCESSEL
■ corporation	□ limited p	artnership	, already formed		□ other (please specify):		THE OLD IN MILE
□ business trust	☐ limited p	artnership	, to be formed				OCT 2 2 2007
	Mont	h Year		·		4	001.2.2.2007
Actual or Estimated Date of Incorporation or	Organization 06	98	■ Actual	□ Estimated			THOMSON
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:			•	-	FINANCIA		
	CN for C:	nada: FN	for other foreign	iurisdiction)	MD ·		FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATT	EN.	LION
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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA									
2. Enter the information requested for t	he following:								
 Each promoter of the issuer, if 	the issuer has be								
					ass of equity securities of the issuer;				
 Each executive officer and dire Each general and managing pa 			general and managing pa	uniers of partners	mp issuers, and				
	Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ■ Executive Officer ■ Director ☐ General and/or Managing Partner								
Full Name (Last name first, if individual)	□ Promoter	U Beneficial Owner	Executive Officer	Director	O General and/or Managing Partner				
Ten read (Sast Hand Hist, It Marriada)									
Hankin, Michael D.									
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)						
c/o Brown Advisory Holdings Incorpora	ated, 901 South	Bond Street, Baltimore	, MD 21231						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)				•					
Churchill, David M.									
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)						
			·						
c/o Brown Advisory Holdings Incorpora Check Box(es) that Apply:									
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner				
ruii Name (Last name mst, n individuai)	2.1								
Connelly, J. Michael									
Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)						
c/o Brown Advisory Holdings Incorpora	ated 901 South	Rond Street Raltimore	MD 21231						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)			B Barraga Control	<u> </u>	Contests and of relatinging Facility				
0									
Griswold, IV, Benjamin H. Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)						
Dustites of Residence Address	(14dilloci alid b	ricet, City, State, Zip Co.	ic)						
c/o Brown Advisory Holdings Incorpora	ated, 901 South	Bond Street, Baltimore	, MD 21231						
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)									
Hebb, Jr., Donald B.									
Business or Residence Address	(Number and	Street, City, State, Zip Co	de)						
c/o Brown Advisory Holdings Incorpor	ated 901 South	Bond Street Politimore	MD 21221						
Check Box(es) that Apply:	D Promoter	Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)		B Belleticial Owner	B Executive Officer	- Director	2 Ochers wild of Milliaging 1 water				
·	•								
Linchan, Earl L. Business or Residence Address	Oliverhan and	Ctent City Cteta Zin Ca	٠.٠						
Business of Residence Address	(Number and)	Street, City, State, Zip Co	ide)						
c/o Brown Advisory Holdings Incorpor	ated, 901 South	Bond Street, Baltimore	, MD 21231						
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	□ Executive Officer	■ Director	☐ General and/or Managing Partner				
Full Name (Last name first, if individual)									
Poggi, Francis X.									
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)	····					
c/o Brown Advisory Holdings Incorpor Check Box(es) that Apply:				– Di4	G Consol and/or Managing Dadage				
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner				
Sherrerd, John J.F.									
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)						
c/o Brown Advisory Holdings Incorpor	ated, 901 South	Bond Street, Baltimore	, MD 21231						

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

		A. BASIC IDENT	IFICATION DATA					
 Each promoter of the issuer, if t Each beneficial owner having th Each executive officer and direct Each general and managing par 	Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers.							
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
Woodbrook Capital								
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)					
of Post forth of Pri	0 14 400 75	14D 41407						
c/o Earl Linehan, 515 Fairmount Avenu Check Box(es) that Apply:			☐ Executive Officer	= Di	C Consol and/or Managine Partner			
Full Name (Last name first, if individual)	□ Promoter	■ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner			
:		•						
Griswold Trust LLC								
Business or Residence Address	(Number and S	treet, City, State, Zip Co	de)					
c/o Benjamin H. Griswold, IV, 2838 But	ler Road, Glyn	don, MD 21071						
Check Box(es) that Apply:	□ Promoter	■ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)			•					
T								
Truman Semans Business or Residence Address	(Number and S	street, City, State, Zip Co	de)					
			,					
2417 Still Forest Road, P.O. Box 827, Br								
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)	2 i i i i i i i i i i i i i i i i i i i	D Beneficial Owner	E Executive Officer		a constitution was a second			
Business or Residence Address	(Number and	Street, City, State, Zip Co	nda)					
Dusiness of Residence Madress	(Ivanioei and	Sirect, City, State, Zip Ct	AC)					
		· ·-·						
Check Box(es) that Apply: Full Name (Last name first, if individual)	□ Promoter	□ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner			
ruii Name (Last name tirst, it individual)								
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)		D Delicition C willer	B SACCE OFFICE		a contract managing results			
,								
Business or Residence Address	(Number and	Street, City, State, Zip Co	nde)	·				
Dasiness of residence Address	/ ranstocs with	outer city, state, 21p Ct	July					
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner			
Full Name (Last name first, if individual)								
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)					

	B. INFORMATION ABOUT OFFERING		 .
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		•
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	\$n/a	_
		Yes	No
3.	Does the offering permit joint ownership of a single unit?		D
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full Non	Name (Last name first, if individual)	•	
	iness or Residence Address (Number and Street, City, State, Zip Code)		
1,540.			٠
Nan	ne of Associated Broker or Dealer		
			
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	All States	
_ [;	AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] [L] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] [MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] [XI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	name (Last name first, if individual)		
Busi	iness or Residence Address (Number and Street, City, State, Zip Code)	 	
Nan	ne of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
- [- [[AL] _[AK] _[AZ] _[AR] _[CA] _[CO] _[CT] _[DE] _[DC] _[FL] _[GA] [AL] _[IN] _[I	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		
Bus	iness or Residence Address (Number and Street, City, State, Zip Code)		<u></u> .
Nan	ne of Associated Broker or Dealer		
State	tes in which Person Listed Has Solicited or Intends to Solicit Purchasers		· · · · · · · · · · · · · · · · · · ·
	(Check "All States" or check individual States)	All States	
_ [[AL] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] [ZL] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] [MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK] [RI] _ [SC] _ [SD] _ [TN] _ [TX] _ [UT] _ [VT] _ [VA] _ [WA] _ [WV] _ [WI]	_ [HI] _ [MS] _ {OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box on and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	s
	Equity	\$ 303,400	\$ 303,400
	■ Common □ Preferred		
	Convertible Securities (including warrants)	s	\$
	Partnership Interests	s	\$
	Other (Specify)	S	s
	Total	\$_303,400	\$ 303,400
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	11	\$ 303,400
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)	•	\$
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of offering	Type of Security	Dollar Amount Sold
	Rule 505		S
	Regulation A		\$
	Rule 504		\$
	Total		\$
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	. —	
	Transfer Agent's Fees	Ö	s
	Printing and Engraving Costs	ם	s
	Legal Fees		\$5,000
	Accounting Fees	•	\$
			\$
	Engineering Fees		
	Sales Commissions (specify finders' fees separately)	0	\$
	Other Expenses (identify)	0	s
	Total	•	\$ 5,000

	b. Enter the difference between the aggregate offering price given in response to Part C – 1 and total expenses furnished in response to Part C – Question 4.a. This difference is the "adjusted gross proceeds to the issuer."	;		s	298,400
	Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to for each of the purposes shown. If the amount for any purpose is not known, furnish an e and check the box to the left of the estimate. The total of the payments listed must equal adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.	stimate the			
			Payments to Officers, Directors, & Affiliates		Payments To Others
	Salaries and fees		\$		\$
	Purchase of real estate	a	\$		\$
	Purchase, rental or leasing and installation of machinery and equipment		s	0	s
	Construction or leasing of plant buildings and facilities	<u> </u>	\$		\$
	Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)		\$	679	c
	Repayment of indebtedness.		\$	_	*
	Working capital	0	s	_	\$ 298,400
	Other (specify):	0	\$S	•	\$ 270,400
		_ 0	<u> </u>		
		- -	\$	_	s
	Column Totals	•	\$ <u> </u>	•	\$ <u>298,400</u>
	Total Payments Listed (column totals added)		■ \$ <u>2</u>	98,400	_
				· · · · · · · · · · · · · · · · · · ·	
	D. FEDERAL SIGNAT	URE			
_	·		 		
U	issuer has duly caused this notice to be signed by the undersigned duly authorized person. Indertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon accredited investor pursuant to paragraph (b)(2) of Rule 502.	If this notice written reque	is filed under Rule 505, the est of its staff, the information	following s n furnished	signature constituted by the issuer to a
n u	indertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon	If this notice written reque	is filed under Rule est of its staff, the inf	505, the formation	505, the following formation furnished

END

October **5** , 2007

ATTENTION

Title of Signer (Print or Type)

Partner and Chief Financial Officer

Brown Advisory Holdings Incorporated

Name of Signer (Print or Type)

David M. Churchill

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)